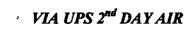
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# FIRST UNION RAIL

One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018-4214



December 1, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

**Dear Section Chief:** 

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25426.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation

One O'Hare Centre

6250 N River Road, Suite 5000

Rosemont, IL 60018

Lessee: United Sugars Corporation

524 Center Avenue

Moorhead, MN 56560

A description of the railroad equipment covered by the enclosed document is for forty (40) covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne

Senior Rail Documentation Specialist

**Enclosures** 

(UNSU005)

ASSGN. NO.: UNSU005

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#### MEMORANDUM OF LEASE

JULY HOL HOUSE DESIGNATION ROSOS

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of No. 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United Sugars Corporation a Minnesota corporation.

#### WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 3, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

#### LESSOR:

FIRST UNION RAIL CORPORATION ATTEST: Name: Title: Executed on this [CORPORATE SEAL] STATE OF. COUNTY OF BURGER, a Notary Public of the County and State aforesaid, SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease. certify that WITNESS my hand and official stamp or seal, this Public My Commission Expires:

> OFFICIAL SEAL GEORGIA FREIBURGI NOTARY PUBLIC, STATE OF ILLIN

## LESSEE:

	UNITED SUGARS CORPORATION
ATTEST:	0 -
	By: Ver Jlans
	Name: Lee Glass
By:	Title: Director of Transportation
Name:	S .
Title:	Executed on this 25 day of March, 2010.
	•
[CORPORATE SEAL]	
STATE OF North Da Kota	Minnerata
1	, 10.17-601 6
COUNTY OF <u>Clay</u>	
I, Janet A. Harri	a Notary Public of the County and State aforesaid, personally appeared before me this day and the foregoing Memorandum of Lease.
certify that	personally appeared before me this day and
acknowledged his/her due execution of	the foregoing Memorandum of Lease.
WITNESS my hand and officia	1 stamp or seal, this 25 day of March, 200.
	4 1 4
	Mart A Ha
	Notary Public
My Commission Expires:	, industry I dolle
Jan 31, 2014	+
Jan 31, 2014 (Notary Public)	IANET.
	JANET A WEHRMAN HARRIMAN
	NOTARY PUBLIC—MINNESOTA  My Commission Expires JAN, 31, 2014
	The state of the s

### **EXHIBIT A** to MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

5250 cu. ft. covered hopper cars equipped with SS gravity/pneumatic outlets, Carboline 892 linings and trough hatches. DESCRIPTION OF CARS:

CAR NUMBERS:

FURX	850167	FURX	850710
<b>FURX</b>	850179	FURX	850714
FURX	850181	FURX	850716
<b>FURX</b>	850226	FURX	850719
<b>FURX</b>	850310	FURX	850720
<b>FURX</b>	850332	FURX	850721
FURX	850496	FURX	850724
<b>FURX</b>	850498	FURX	850725
FURX	850540	FURX	850727
FURX	850595	FURX	850728
FURX	850618	FURX	850731
FURX	850646	FURX	850732
FURX	850675	FURX	850734
FURX	850690	FURX	850735
<b>FURX</b>	850700	FURX	850736
FURX	850702	FURX	850737
FURX	850704	FURX	850738
FURX	850705	FURX	850739
FURX	850707	FURX	850740
FURX	850709	FURX	850741